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CO-OPERATIVES IN ONTARIO:

*Incorporating a Co-operative
Without Share Capital*

CO-OPERATIVE PUBLICATIONS

These materials to help set up and run your co-op are available free of charge from Co-operative Development Services:

- *Guide to Setting up a Co-operative* covers the basic steps to start a co-operative.
- *Incorporating a Co-operative* contains brief step-by-step instructions on how to incorporate a co-operative, as well as all the forms you need.
- *Filing Requirements and Record Keeping* outlines the information about your co-op that you should send to the Ministry of Finance, such as financial statements and offering statements. This guide also describes the records that the Co-operative Corporations Act requires co-ops to keep.
- *Legal Requirements* describes how co-ops can ensure they comply with the Co-operative Corporations Act. It describes such things as how to pass by-laws, and directors' legal responsibilities.

Co-operative Development Services staff are available to answer your questions and explain government programs and services for co-ops. You can call or write us at:

Co-operative Development Services
Ministry of Finance
250 Yonge Street, 30th Floor
Toronto ON M5B 2N7
Tel: (416) 326-9301
Fax: (416) 326-9313



(CE DOCUMENT EST DISPONIBLE EN FRANÇAIS)

June 1995

INCORPORATING A CO-OPERATIVE IN ONTARIO WITHOUT SHARE CAPITAL

What's in this Package?

This package contains the information and forms you need to incorporate a co-operative without share capital.

These include:

- Articles of Incorporation for a Co-operative without Share Capital (Form 2, two copies)
- Affidavit of Verification
- Consent to Act as First Director (Form 3)

Samples of completed forms can be found beginning on page 13 of this manual.

You should also refer to the Co-operative Corporations Act and the Regulations. In June 1994, important changes were made to the Act. These changes are contained in Bill 160. Amendments to the Regulations were made in May 1995. You may order these by calling toll free, from Toronto: 326-5300, from other communities: 1-800-668-9938, from area code 807: ask the operator for Zenith 67200.

If you have any questions, please contact the Ministry of Finance's Co-operative Development Services at (416) 326-9301 (fax: 326-9313).

Completed documents in duplicate and fees must be sent to:

Co-operative Development Services
Ministry of Finance
250 Yonge Street, 30th Floor
Toronto ON M5B 2N7

GLOSSARY

Affidavit of verification:

A legal form to confirm who the **incorporators** are, their age, and their plan to join the co-op.

Articles of incorporation:

These are the basic legal framework for your co-operative. They set out such things as its name, capital structure, and head office address. Articles of incorporation can be seen as your co-op's "constitution".

Assets:

Anything a co-op owns which has commercial or exchange value: property, accounts receivable, etc.

By-laws:

Rules set by a co-op on how it will manage its business, elect its board of **directors**, and hold meetings.

Debenture:

Paper issued by a co-op stating the terms of a loan, including when it's due and the rate of interest. The loan is usually long term and not guaranteed by the co-op's **assets**.

Deponent:

Someone who gives evidence under oath. Evidence given under oath is called a deposition.

Director:

A person elected by the **members** to represent them on the board of directors. Directors set broad guidelines on how the co-op will run, and hire and supervise managers or co-ordinators.

Dissolution:

The process of closing down a legally incorporated co-operative. Voluntary dissolution must be agreed upon by a majority vote at a general meeting with a majority of the **members** present.

Incorporation:

The process people follow to form a co-operative. Incorporating allows you to use the word "co-op" in your name and gives legal status to your co-op. Usually, the members of an incorporated co-op are not personally liable for the co-op's debts or actions.

Incorporators:

The people who create a new co-operative. They legally incorporate the co-op, recruit its first **members**, and appoint its first **directors**.

Initial Notice/Notice of Change:

Form that a co-op must send to the Ministry of Consumer and Commercial Relations within 60 days of incorporation or within 15 days of any changes to information previously sent (e.g. change of the co-op's address).

Member loans:

Loans to a co-op which are a condition of joining the co-op.

Member:

Anyone who meets a co-op's membership requirements, has been approved by its Board of **Directors**, and has made a member loan or paid a membership fee.

Multi-stakeholder co-operative:

A type of co-op in which control is shared among various stakeholder groups. Members who share a common interest or live in a defined area may form stakeholder groups in this kind of co-op.

Offering Statement:

Gives people interested in investing in a co-op the information they need to make an informed decision. The offering statement informs prospective investors about the risks involved in purchasing the co-op's **securities**. It also includes, for example, a description of its business, the names and positions of its directors and officers, how the co-op will finance its operations, and its current financial statements.

Officer:

The main officers of a co-op are the Chair of the Board, President, Vice-President, Treasurer, Secretary, and General Manager.

Securities:

Paper which proves a debt of a co-op (member loans, debentures, bonds) or part ownership of a co-op (shares). Co-ops incorporated without share capital cannot issue shares.

With share capital:

A co-op *with share capital* raises money by issuing and selling **shares** to its **members** and other people who may want to invest in the co-op. Co-ops incorporated with share capital may also borrow money and issue other forms of debt, such as **debentures**, to members and non-members.

Without share capital:

A co-op *without share capital* raises money by accepting **loans** from, or issuing other forms of debt (**debentures**) to, **members** and non-members.

How do you Incorporate a Co-operative without share capital?

To incorporate a co-operative without share capital, you need to send Co-operative Development Services (Ministry of Finance):

- Proof of a Newly Updated Automated Name Search, or NUANS report
- A cheque or money order for \$15 to reserve the name you have chosen (This is in addition to the incorporation fee noted below.)
- Articles of incorporation
Form 2: co-operatives **without share capital**
(2 original copies)
- Affidavit of verification (2 original copies)
- Form 3: consent to act as a first director (if your co-operative has directors who are not incorporators)
- A cheque or money order for \$135 to incorporate a non-profit co-operative, or \$285 for other co-operatives.

Cheques and money orders should be made payable to the Minister of Finance.

We suggest that you send Co-operative Development Services a draft of your articles of incorporation. We will look over your draft articles and help you make any changes needed to comply with the Co-operative Corporations Act. In preparing the draft, please use photocopies of the forms included in this package; reserve the enclosed forms for your final copy.

After we have reviewed your articles of incorporation, we will send you a certificate of incorporation, which shows your co-operative is legally incorporated.

Once you receive your certificate of incorporation, you have 60 days to register your co-op with the Ministry of Consumer and Commercial Relations by filing an "Initial Notice" form. This form includes basic

information about your co-op, including its name, date of incorporation, address of its head office, and the names and addresses of its **directors** and **officers**. The Ministry of Finance will send this form along with your certificate of incorporation.

STEP 1. The NUANS (Name Search) Report

Before you incorporate, you have to do a name search (NUANS) to be sure your co-operative does not use a name the same as, or similar to, that of another business operating in Canada. You should not send in articles of incorporation until the Ministry has accepted your name. This means you won't have to send new articles of incorporation if your name is refused.

A name search must be done by a professional search house. Prices charged for this service may vary, so we suggest you contact several search houses before choosing one.

You should send the Ministry of Finance the original **NUANS report as proof of your name search**, along with a **cheque or money order for \$15**, to reserve the name you have chosen. Once the Ministry has approved your name, you have 90 days to send in your incorporation documents. It's a good idea to submit your completed articles of incorporation as soon as your name is approved.

STEP 2. Articles of Incorporation

To incorporate a co-op, you must fill out **Articles of Incorporation** and send them to the Ministry of Finance. You will find two copies of articles of incorporation and detailed instructions on how to fill them out beginning on page 13 of this guide .

Together with the Co-operative Corporations Act, the articles of incorporation provide the basic legal framework for your co-op. They set out its purpose and how it will finance itself. Articles of incorporation can be seen as the "constitution" of your co-op.

The legal procedure for changing your articles of incorporation requires you to file Articles of Amendment with the Ministry of Finance. Each time you file these documents, you must complete an Affidavit of Verification signed by a Notary Public and pay \$100.

In comparison, changing the by-laws of your co-op is simpler and does not require you to file documents with the Ministry or pay a fee. In order to avoid filing Articles of Amendment with the Ministry of Finance, most of the basic rules of your co-op should be in its by-laws, rather than in its articles. By-laws would include, for example, membership conditions and how elections work.

It's a good idea to contact an association of co-operatives for advice on what should be included in your by-laws. You will find a list of co-op associations on page 10.

Articles of incorporation include:

- the name and location of the co-operative, as well as the names, addresses, and signatures of the incorporators;

Note: Worker co-operatives may be incorporated by three or more individuals who are at least 18 years of age. All other co-operatives must have at least five incorporators. These incorporators may be individuals who are at least 18 years of age or corporations, including other co-ops;

- the number of directors of the co-operative;
- how the co-op finances itself: by accepting loans, selling debentures, or charging membership fees;
- any special restrictions or provisions which apply to your co-op.

Since your co-operative will not be selling shares, you should fill out **Form 2: Articles of Incorporation for a Co-operative Without Share Capital.**

You must send the Ministry two copies (8 1/2" by 11" paper) of your articles of incorporation. Both copies must have original signatures. Photocopies of signatures cannot be accepted.

STEP 3. Affidavit of Verification

Once you have completed your articles of incorporation, fill out the **Affidavit of Verification** attached to them. The Affidavit is a legal form which confirms who the incorporators are, their age (they must be at least 18), and that they will be members of the co-op.

You will find instructions on how to fill out the affidavit on page 23 of this guide. The affidavit must then be signed by a notary public or a commissioner of oaths. Two original copies of the Affidavit of Verification have to be sent in with your co-op's articles.

An Affidavit of Verification Form is included in this guide.

STEP 4. Consent to Act as a First Director

The incorporators are the people who set up a new co-operative. They do not have to be the first directors of the co-op. If your co-op has directors who are not incorporators, each of them must complete **Form 3: Consent to Act as a First Director**. This form must also be signed by a notary public or commissioner of oaths.

Form 3 confirms that a person who is not an incorporator has agreed to assume the legal obligations of a director.

You will find a copy of Form 3 at the end of this guide.

CO-OPERATIVE ORGANIZATIONS

The following co-operative organizations may be able to offer your group help in starting your co-op:

Canadian Co-operative Association (Ontario)

252 Bloor Street West, Room 7-200
Toronto ON M5S 1V6
Phone: (416) 923-0938
Fax: (416) 923-5227

Conseil de la Coopération de l'Ontario a/s Conseil Canadien de la Coopération

450 Rideau Street
3rd Floor
Ottawa ON K1N 5Z4
Phone: (613) 789-7777, ext. 393
Fax: (613) 789-0743

1870 Bond Street
North Bay ON P1B 4V6
Phone: (705) 474-5634, ext. 142
Fax: (705) 474-5326

Food Co-ops

Ontario Federation of Food
Co-operatives and Clubs Inc.
(Ontario Natural Foods Co-op)
22 Mowat Avenue
Toronto ON M6K 3J3
Phone: (416) 533-7989
Fax: (416) 533-0719

Student Co-ops

North American Students of
Co-operation, c/o
Canadian Co-operative Association,
Ontario Region
252 Bloor Street West, Room 7-200
Toronto ON M5S 1V6
Phone: (416) 923-0938
Fax: (416) 923-5227

Housing Co-ops

Co-operative Housing Association of
Ontario
2 Berkeley Street, Suite 207
Toronto ON M5A 2W3
Phone: (416) 366-1711
Fax: (416) 366-3876

Child Care Co-ops

Organization for Parent Participation
in Child Care and Education Ontario
121 Nelson Street
Alliston ON L9R 1H4
Phone: (705) 435-6549

Worker Co-ops

Ontario Worker Co-op Federation
815 Danforth Avenue, Suite 407
Toronto ON M4J 1L2
Phone: (416) 462-9969
Fax: (416) 462-0350

**YOU WILL FIND TWO COPIES OF FORM 2:
ARTICLES OF INCORPORATION FOR A CO-OPERATIVE
WITHOUT SHARE CAPITAL
AT THE END OF THIS GUIDE**

FORM 2

ARTICLES OF INCORPORATION FOR A CO-OPERATIVE WITHOUT SHARE CAPITAL

INSTRUCTIONS

These instructions will help you fill out Form 2, Articles of Incorporation for a Co-operative without Share Capital. If you need more assistance, please call (416) 326-9301.

1. The name of the co-operative is:

The name must include the word "Co-operative" in full and must end with "Incorporated", "Corporation", "Limited", "Inc.", "Corp." or "Ltd."

Make sure you have done a name search and the name has been approved by the Ministry of Finance before you submit Form 2 (see step 1, p.7).

Sample

1. The name of the co-operative is:

ABC Co-operative Inc.

2. The head office is at the:

Show whether the co-op is located in a village, town, city, or township and name that municipality, as well as the county or district of Ontario.

Sample

2. The head office is at the:

City

(Status of the Municipality)

of/

Barrie

(Name of Municipality)

in the/

County

(County, District, or Regional Municipality)

of/

Simcoe

(Name of County, District, or Regional Municipality)

3. The address of the head office is:

Give the full mailing address of the co-op's head office. You cannot use a post office box number.

Sample

3. The address of the head office is:

123 John Street

(Street & Number or R.R. Number,
if Multi-Office Building give Room No.)

Barrie, Ontario

(Name of Municipality or Post Office)

A1B 2C3

(Postal Code)

4. The number (or minimum and maximum number) of directors is:

There must be at least three directors. However, your co-operative may need more. You should decide the fewest and most directors your co-operative might need and enter this range here. You will set the actual number of directors in your by-laws.

Sample

4. The number (or minimum and maximum number) of directors is:

a minimum of three (3) and a maximum of ten (10).

5. The number (or minimum and maximum number) of directors each stakeholder group in a multi-stakeholder co-operative may elect is:

In a multi-stakeholder co-op, each stakeholder group has to elect at least one director to represent it on the board. In this section, you should give the number of directors each stakeholder group may elect. Instead of a number, you may also set a range for the number of directors each stakeholder group may elect. If your co-op is not a multi-stakeholder co-op, indicate "not applicable". For more information about multi-stakeholder co-ops, please contact Co-operative Development Services and ask for a copy of *Guide to Setting Up a Co-operative*.

Sample

5. The number (or minimum and maximum number) of directors each stakeholder group may elect is:

Stakeholder Group A: a minimum of two (2) and a maximum of five (5)

Stakeholder Group B: a minimum of two (2) and a maximum of five (5)

Stakeholder Group C: one (1)

6. The first directors are:

Fill in the full names, including middle names (no initials), and the complete addresses of all directors. Please do not use post office box numbers. You also have to indicate if the first directors are resident Canadians. Any directors who are not incorporators must complete **Form 3, Consent to Act as a First Director** (see step 4, page 9).

Sample

6. The first directors are:

Name in full, including all given names	Residential Address, giving Street and Number or R.R. Number and Municipality or Post Office	Resident Canadian State Yes or No
John Richard Doe	#10 - 2nd Avenue, Barrie ON A1B 2C3	Yes

7. Restrictions, if any, on the business the co-operative may carry on or on the powers the co-operative may exercise:

Except as limited by the Co-operative Corporations Act, co-operatives have the powers of a natural person. This means co-ops can exercise the same legal powers as individuals. Such powers include the capacity to sue and be sued, as well as to sign contracts and other legal documents in the name of the co-op. If you choose to restrict these powers, you should list the restrictions here. If you would not like to state any restrictions, simply write "None" in this section of the articles.

Sample

7. Restrictions, if any, on the business the co-operative may carry on or on the powers the co-operative may exercise:

The undertaking of the co-operative is restricted to carrying out the following purposes:

- (a) Primarily to provide housing to members of the co-operative.
- (b) To provide and operate housing, with or without any public space, recreational facilities, and commercial space or buildings appropriate thereto mainly for persons of low or modest income.

8. The amount of the minimum member loan, if any:

Some co-ops require members to make loans to the co-op as a condition of membership (member loans). The minimum member loan is the basic amount a person must lend to the co-op to become a member. If your co-op does not require member loans, please indicate "not applicable".

Sample

8. The amount of the minimum member loan, if any:

Five hundred dollars (\$500)

9. The restrictions on transfer of member loans are:

By law, loans received by a co-operative as a condition of membership cannot be transferred without the board of directors' approval. Co-ops may want to put additional restrictions on member loans. Describe all such restrictions.

Sample

9. The restrictions on transfer of member loans are:

No member loan may be transferred without the consent of the directors, in the form of a resolution passed by the board.

10. The amount of the membership fee is:

If your co-operative does not require member loans as a condition of membership, it may want to charge a membership fee. If your co-op has membership fees, indicate how much they are and how often they must be paid. If your co-op does not charge membership fees, please indicate "not applicable".

Sample

10. The amount of the membership fee is:

example (i) ten (\$10.00) dollars lifetime membership fee
example (ii) five (\$5.00) dollars annual membership fee

11. The classes of membership, if any, are:

Under the Co-operative Corporations Act, every member of a co-op has the right to vote and run for election to the board of directors. However, a co-op may have different classes of membership with different types of involvement with the co-op. For example, a consumer co-op may distinguish between consumer members and employee members, or between members who buy retail and those who buy wholesale. If your co-op has more than one class of members, please list the classes here.

If your co-op has only one class of members, you should indicate "not applicable".

Sample

11. The classes of membership, if any, are:

Three classes of membership:

Consumer members

Farmer members

Corporate members

12. The terms and conditions attaching to each class of membership are:

Indicate the general conditions members have to satisfy to belong to a specific class of membership; detailed terms and conditions should be included in your co-op's by-laws.

Sample

12. The terms and conditions attaching to each class of membership are:

Consumer members:	Members of this class purchase goods and services from the co-op for personal consumption.
Farmer members:	Members of this class operate farms and supply the co-op with agricultural products.
Corporate members:	Members of this class purchase the co-op's goods and services for commercial purposes.

13. The stakeholder groups, if any, are:

Under the Co-operative Corporations Act, every member of a co-op has the right to vote and run for election to the board of directors. However, some co-ops may require members to belong to a specific stakeholder group, depending on the kind of involvement members may have with the co-op.

For example, if your co-op processes and markets apple products, it may have two stakeholder groups: farmers and processing plant workers. In this example, members of each stakeholder group play a different role in the co-op's business: farmers supply the co-op with apples and the processing plant workers process, pack, and ship apple products.

If this were your co-op you would list the three stakeholder groups in this section. Multi-stakeholder co-ops must have at least two stakeholder groups. If your co-op is not a multi-stakeholder co-op, you should indicate "not applicable".

Sample

13. The stakeholder groups, if any, are:

The co-operative has two stakeholder groups:

Apple farmers' stakeholder group

Processing plant workers' stakeholder group

14. The terms and conditions for membership in each stakeholder group are:

Indicate the **general** conditions for membership in each stakeholder group; detailed terms and conditions should be included in your co-op's by-laws.

Sample

14. The terms and conditions for membership in each stakeholder group are:

Apple farmers' stakeholder group:	Members of this stakeholder group must supply the co-op with at least 25 percent of their annual apple production.
Processing plant workers' stakeholder group:	Members of this stakeholder group must be employed in the co-op's processing plant.

15. Special provisions, if any, are:

Special provisions may include setting a quorum for the board of directors, rotating terms for directors, and procedures for disposing of assets when the co-operative dissolves.

If your co-op operates on a non-profit basis, you should show that here.

Sample

15. Special provisions, if any, are:

Upon dissolution and after the payment of all debts and liabilities, the co-operative's remaining assets shall be distributed among the members in proportion to the patronage returns accrued to members during the five years prior to dissolution.

Non-members may use the services of the co-operative provided the co-op does not do more than 25% of its total business with non-members.

Special Provisions for Non-Profit Co-ops:

Non-profit co-operatives, including non-profit child care co-ops, wanting to receive government funding may be required to include the special provisions listed below as a condition of funding. If your non-profit co-op changes these provisions and converts to a for-profit co-operative, it may not qualify for government assistance.

If you are interested in starting a child care co-operative, you should know that non-profit child care co-ops must be licensed under the Day Nurseries Act. You should consult with your local office of the Ministry of Community and Social Services to find out what you need to do to be licensed. You may also wish to contact the ministry to find out if you can apply for funding.

Sample (FOR NON-PROFIT CO-OPS)

15. Special provisions, if any, are:

- a) The co-operative shall carry on business without the purpose of gain for its members.
- b) The co-operative shall use any profit or other accretions for the purposes of promoting its objects.
- c) Upon dissolution and after the payment of all debts and liabilities, the co-operative's remaining property shall be distributed or disposed of to charitable organizations carrying on their activities solely within Canada.
- d) The directors,
 - shall serve without remuneration, and
 - shall not receive, directly or indirectly, any profit from their positions as directors, but may be paid reasonable expenses incurred in the performance of their duties.

Special Provisions for Non-Profit Housing Co-operatives:

Non-profit housing co-ops receiving government funding are required to include the following special provisions in their articles of incorporation. Please contact your local Ministry of Housing office to find out more about funding for non-profit housing co-ops.

Sample (FOR NON-PROFIT HOUSING CO-OPS)

15. Special provisions, if any, are:

- a) The Co-operative's activities shall be carried on without the purpose of gain for its members, and any profit or other accretion to the Co-operative shall be used in promoting its objects.
- b) The directors, and those directors who also serve as officers, shall serve as directors and officers without remuneration and no director shall directly or indirectly receive any profit or remuneration from his or her position as director, or in any other capacity, provided that a director, including those who are also officers, may be paid reasonable expenses incurred by them in the performance of his or her duties.
- c) The Co-operative is a Non-Profit Housing Co-operative for the purposes of the Co-operative Corporations Act.
- d) No membership fee shall be charged to a geared-to-income occupant if such charge will act as a financial barrier to membership in the Co-operative by the geared-to-income occupant.
- e) No member loan shall be required from geared-to-income occupants.
- f) On the dissolution of the Co-operative and after payment of its debts and liabilities, the remaining property of the Co-operative shall be transferred or distributed among one or more non-profit housing co-operatives or charitable organizations which carry on work solely in Ontario.

16. The names and residential addresses of the incorporators are:

Fill in the full names, including middle names (no initials), and complete home addresses of all the incorporators. Please do not use post office box numbers.

Sample

16. The names and residential addresses of the incorporators are:	
Full names, including all given names	Full Residential Address, giving Street and Number or R.R. Number and Municipality or Post Office
John Richard Doe	#10 - 2nd Avenue, Barrie ON A1B 2C3.

These articles are signed in duplicate.

Signatures of incorporators:

The original signatures of all incorporators must appear here. No photocopied signatures can be accepted.

SAMPLE AFFIDAVIT OF VERIFICATION

INSTRUCTIONS

Once you have completed your Articles of Incorporation, one of the incorporators must fill out an Affidavit of Verification to confirm the identity of each incorporator, their age (at least 18), and their membership in the co-op. When completed, the Affidavit of Verification must be signed by a notary public or a commissioner of oaths. Two original copies of the Affidavit of Verification have to be sent in with your co-op's articles.

Sample

Province of Ontario/

County _____ of _____ Simcoe
(County, District or Regional Municipality) (Name of County or District)
To wit/ ABC Co-operative Inc.
(Name of Co-operative)

I, John Doe _____ of the/ city
(Full Name of Deponent) (Status of the Municipality)

of/ Barrie _____ in the/ County
(Name of Municipality) (County, District or Regional Municipality)

of/ Simcoe _____ in the/ _____ Province
(Name of County, District or Regional Municipality) (Province)

of/ Ontario
(Name of Province)

make oath and say that:

1. I am
one of the incorporators

of
ABC Co-operative Inc.
and have personal knowledge of the matters
herein deposed to.

2. Each of the incorporators who is a natural person signing the accompanying Articles of Incorporation in duplicate and each of the first directors named therein is of eighteen or more years of age.

3. The signatures of the incorporators affixed to the articles are their true signatures.

4. Each incorporator signing the accompanying Articles of Incorporation in duplicate is to be a member of the co-operative.

/Sworn before me at the/ City
of/ Barrie in the/ County
of/ Simcoe
this 1st day of January 1995

(Signature of Deponent)

(Signature of Commissioner, or Notary Public)

LIST OF FORMS ENCLOSED

- Articles of Incorporation for a Co-operative without Share Capital (Form 2, two copies)
- Affidavit of Verification
- Consent to Act as First Director (Form 3)

For Ministry Use Only
À l'usage exclusif du ministère

Ontario Corporation Number
Numéro de la compagnie en Ontario

Co-operative Corporations Act/*Loi sur les sociétés coopératives*

Articles of Incorporation of a Co-operative Without Share Capital
Statuts constitutifs d'une coopérative sans capital social

1. The name of the co-operative is: *La dénomination sociale de la coopérative est:*

2. The head office is at the: *Le siège social est situé dans la:*

of _____ (Status of Municipality)/(*Statut de la municipalité*) _____ de _____

in the _____ (Name of Municipality)/(*Nom de la municipalité*) _____ dans le _____

of _____ (County, etc. or District)/(*Comté, etc. ou district*) _____ de _____

(Name of County, etc. or District)/(*Nom du comté, etc. ou du district*)

3. The address of the head office is: *L'adresse du siège social est:*

(Street & Number or R.R. Number & if Multi-Office Building give Room No.)
(*Rue et numéro ou numéro de la r.r. et s'il s'agit d'un immeuble à bureaux, indiquer le numéro du bureau*)

(Name of Municipality or Post Office)
(*Nom de la municipalité ou du bureau de poste*)

(Postal Code)
(*Code postal*)

4.	The number (or minimum and maximum number) of directors is:	<i>Le nombre (ou nombre minimal et maximal) d'administrateurs est:</i>
5.	The number (or minimum and maximum number) of directors each stakeholder group in a multi-stakeholder co-operative may elect is:	<i>Le nombre (ou nombre minimal et maximal) d'administrateurs que chaque groupement dans le cas d'une coopérative composée de partenaires multiples peut élire est:</i>
6.	The first directors are:	Les premiers administrateurs sont: Full names, including all given names <i>Nom de famille y compris tous les prénoms</i>

7. Restrictions, if any, on the business the co-operative may carry on or on powers the co-operative may exercise:

Restrictions imposées, le cas échéant, aux activités que la coopérative peut entreprendre ou aux pouvoirs qu'elle peut exercer:

8.	The amount of the minimum member loan, if any:	<i>Le montant du prêt minimal consenti par les membres, le cas échéant:</i>
9.	The restrictions on transfer of member loans are:	<i>Les restrictions sur les transferts de prêts consentis par les membres sont:</i>

10. The amount of membership fee is: *Le montant des frais d'adhésion est:*

11. The classes of membership, if any, are: *Les catégories de membres, le cas échéant, sont:*

12. The terms and conditions attaching to each class of membership are:

Les conditions applicable à chaque catégorie de membres sont:

13. The stakeholder groups, if any, are:	<i>Les groupements de partenaires, le cas échéant, sont:</i>
14. The terms and conditions for membership in each stakeholder group are:	<i>Les conditions d'adhésion à chaque groupement de partenaires sont:</i>

15. Special provisions, if any, are:

*Les dispositions spéciales, le cas échéant,
sont:*

16. The names and residential addresses of the incorporators are:

Les noms et adresses personnelles des fondateurs sont:

Full names, including all given names
Noms de famille y compris tous les prénoms

Full residential address, giving street and number or R.R. number and municipality or post office
Adresse personnelle complète, y compris la rue et le numéro ou le numéro de la r.r. et la municipalité ou le bureau de poste

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

Signatures of Incorporators
Signatures des fondateurs

AFFIDAVIT OF VERIFICATION/ATTESTATION

Province of Ontario/Province de l'Ontario

of/de
(County or District)
(Comté ou district)

(Name of County or District)
(Nom du comté ou district)

To wit/à savoir:

I,
Je soussigné,

(Full Name of Deponent)
(Nom et prénoms du déposant)

of,
de,

(Name of Municipality)
(Nom de la municipalité)

of,
de,

(Name of County or District)
(Nom du comté ou du district)

of,
de(de)

(Name of Province or State)
(Nom de la province ou de l'État)

make oath and say that:

1. I am

of

de

and have personal knowledge of the matters
herein deposed to.

et j'ai une connaissance directe des faits
ci-après attestés.

2. Each of the incorporators who is a natural
person signing the accompanying Articles
of Incorporation in duplicate and each of
the first directors named herein is of
eighteen or more years of age.

Chacun des fondateurs qui est une personne
physique et qui a signé les statuts constitutifs
en double exemplaire de même que chacun des
premiers administrateurs qui y sont désignés
est âgé de dix-huit ans ou plus.

3. The signatures of the incorporators affixed
to the Articles are their true signatures.

La signature de chacun des fondateurs apposée
aux statuts est authentique.

4. Each incorporator signing the accompanying
Articles of Incorporation in duplicate is to
be a member of the Co-operative.

Chacun des fondateurs qui a signé les statuts
constitutifs ci-annexés en double exemplaire
doit être membre de la coopérative.

Sworn before me at the/
Fait sous serment dans la _____
of _____ in the/
de _____ dans le _____
of/
de _____
this _____ day of _____
le _____

in the matter of the Co-operative Corporations
Act, and the Articles of Incorporation of/
En ce qui concerne la Loi sur les sociétés
coopératives et les statuts constitutifs de

(Name of Co-operative)/
(Raison Sociale de la coopérative)

of the/
de la

(Status of Municipality)
(Statut de la municipalité)

in the/
dans le

(County or District)
(Comté ou district)

in the/
dans le(l')

(Province or State)
(Province ou État)

déclare sous serment ce qui suit:

Je suis:

(Signature of Deponent)
(Signature du déposant)

For Ministry Use Only
À l'usage exclusif du ministère

Ontario Corporation Number
Numéro de la compagnie en Ontario

Co-operative Corporations Act/*Loi sur les sociétés coopératives*

Articles of Incorporation of a Co-operative Without Share Capital
Statuts constitutifs d'une coopérative sans capital social

1. The name of the co-operative is: *La dénomination sociale de la coopérative est:*

2. The head office is at the: *Le siège social est situé dans la:*

of _____
(Status of Municipality)/(Statut de la municipalité) _____
de _____

in the _____
(Name of Municipality)/(Nom de la municipalité) _____
dans le _____

of _____
(County, etc. or District)/(Comté, etc. ou district) _____
de _____

(Name of County, etc. or District)/(Nom du comté, etc. ou du district)

3. The address of the head office is: *L'adresse du siège social est:*

(Street & Number or R.R. Number & if Multi-Office Building give Room No.)
(Rue et numéro ou numéro de la r.r. et s'il s'agit d'un immeuble à bureaux, indiquer le numéro du bureau)

--	--	--	--	--	--

(Name of Municipality or Post Office)
(Nom de la municipalité ou du bureau de poste)

(Postal Code)
(Code postal)

4.	The number (or minimum and maximum number) of directors is:	<i>Le nombre (ou nombre minimal et maximal) d'administrateurs est:</i>	
5.	The number (or minimum and maximum number) of directors each stakeholder group in a multi-stakeholder co-operative may elect is:	<i>Le nombre (ou nombre minimal et maximal) d'administrateurs que chaque groupement dans le cas d'une coopérative composée de partenaires multiples peut élire est:</i>	
6.	The first directors are:	<i>Les premiers administrateurs sont:</i>	
	Full names, including all given names <i>Nom de famille y compris tous les prénoms</i>	Residential address, giving street and number or R.R. number and municipality or post office <i>Adresse personnelle, y compris la rue et le numéro, ou le numéro de la r.r. et la municipalité ou le bureau de poste</i>	Resident Canadian State Yes or No <i>Résident Canadien Indique <oui> ou <non></i>

7. Restrictions, if any, on the business the co-operative may carry on or on powers the co-operative may exercise:

Restrictions imposées, le cas échéant, aux activités que la coopérative peut entreprendre ou aux pouvoirs qu'elle peut exercer:

8.	The amount of the minimum member loan, if any:	<i>Le montant du prêt minimal consenti par les membres, le cas échéant:</i>
9.	The restrictions on transfer of member loans are:	<i>Les restrictions sur les transferts de prêts consentis par les membres sont:</i>

10. The amount of membership fee is: *Le montant des frais d'adhésion est:*

11. The classes of membership, if any, are: *Les catégories de membres, le cas échéant, sont:*

12. The terms and conditions attaching to each class of membership are:

Les conditions applicable à chaque catégorie de membres sont:

13. The stakeholder groups, if any, are:

Les groupements de partenaires, le cas échéant, sont:

14. The terms and conditions for membership in each stakeholder group are:

Les conditions d'adhésion à chaque groupement de partenaires sont:

15. Special provisions, if any, are:

*Les dispositions spéciales, le cas échéant,
sont:*

16. The names and residential addresses of the incorporators are:

Les noms et adresses personnelles des fondateurs sont:

Full names, including all given names
Noms de famille y compris tous les prénoms

Full residential address, giving street and number or R.R. number and municipality or post office
Adresse personnelle complète, y compris la rue et le numéro ou le numéro de la r.r. et la municipalité ou le bureau de poste

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

Signatures of Incorporators
Signatures des fondateurs

AFFIDAVIT OF VERIFICATION/ATTESTATION

Province of Ontario/Province de l'Ontario

of/de
(County or District)
(Comté ou district)

(Name of County or District)
(Nom du comté ou district)

To wit/à savoir:

I,
Je soussigné,

(Full Name of Deponent)
(Nom et prénoms du déposant)
of,
de,

(Name of Municipality)
(Nom de la municipalité)
of,
de,

(Name of County or District)
(Nom du comté ou du district)
of,
de(du)

(Name of Province or State)
(Nom de la province ou de l'Etat)

make oath and say that:

1. I am

of

and have personal knowledge of the matters
herein deposited to.

2. Each of the incorporators who is a natural
person signing the accompanying Articles
of Incorporation in duplicate and each of
the first directors named herein is of
eighteen or more years of age.

3. The signatures of the incorporators affixed
to the Articles are their true signatures.

4. Each incorporator signing the accompanying
Articles of Incorporation in duplicate is to
be a member of the Co-operative.

Sworn before me at the/
Fait sous serment dans la _____
of _____ in the/
de _____ dans le _____
of/
de _____
this _____ day of _____
le _____ 19 _____

in the matter of the Co-operative Corporations
Act, and the Articles of Incorporation of/
En ce qui concerne la Loi sur les sociétés
coopératives et les statuts constitutifs de

(Name of Co-operative)/
(Raison Sociale de la coopérative)

of the/
de la

(Status of Municipality)
(Statut de la municipalité)

in the/
dans le

(County or District)
(Comté ou district)

in the/
dans le(l')

(Province or State)
(Province ou État)

déclare sous serment ce qui suit:

Je suis:

de

et j'ai une connaissance directe des faits
ci-après attestés.

Chacun des fondateurs qui est une personne
physique et qui a signé les statuts constitutifs
en double exemplaire de même que chacun des
premiers administrateurs qui y sont désignés
est âgé de dix-huit ans ou plus.

La signature de chacun des fondateurs apposée
aux statuts est authentique.

Chacun des fondateurs qui a signé les statuts
constitutifs ci-annexés en double exemplaire
doit être membre de la coopérative.

(Signature of Deponent)
(Signature du déposant)

Form 3

Co-operative Corporations Act

CONSENT TO ACT AS A FIRST DIRECTOR

I,
(name in full, including all given names)

residing at
(street and number or R.R. number, municipality or post office)

hereby consent to act as a first director of

.....
(name of co-operative)

Dated this day of 19

.....
(signature of witness)

.....
(signature of the consenting person)

AFFIDAVIT OF VERIFICATION

PROVINCE OF ONTARIO
..... OF

TO WIT:

IN THE MATTER OF THE CO-OPERATIVE CORPORATIONS ACT AND THE
ARTICLES OF INCORPORATIONS OF

.....
(name of co-operative)

I, of the
(full name of witness) (status of municipality)

of in the
(name of municipality) (county or district)

of in the
(name of county or district) (province or state)

of make oath and say that:
(name of province or state)

1. I was personally present and did see

..... sign

.....
(full name of consenting person)

the annexed consent to act as a first director

of
(name of the co-operative)

2. I am subscribing witness to the said consent.

Sworn before me at the

of in the

of this day

of 19.....

.....
(signature of deponent)

.....
(signature of commissioner, notary public, etc.)

3 1761 115462780

